

grant support from the OBICI Healthcare Foundation, we built on the continuing interest that program attracted and helped facilitate lesson plans dealing with the issue in Western Tidewater schools. We also partnered with the Virginia Interfaith Center for Public Policy under a Robert Wood Johnson Foundation grant to support policies and environmental changes in Western Tidewater. One of the results? A 2010 survey of teachers showed that more students in Western Tidewater are receiving at least 15 additional minutes of physical activity per day – and teachers are asking for additional assistance to boost physical activity within their core curriculum subjects.

And building on our first broadcast of *The Virginian-Pilot Spelling Bee*, we once again brought this stellar experience to our real-time television audience, and offered it on demand on our website. In February, thirty-six students from South Hampton Roads and Northeastern North Carolina schools competed in the regional bee held in our Norfolk studios. Congratulations to Walter Francis from Southampton County (one of our 18 owners), who won the Bee and went on to compete in the national contest.

Serving children like Walter is at the heart of our mission, and acknowledging their excellence is a huge part of what we do. Projects like the Bee, along WHRO Young Storytellers, Super Reader Schools, Raising Readers Libraries and the annual *Scrabble for Literacy* competition provide ample opportunity. A highlight of every year is the annual Children's Festival. This year, we lit up Norfolk's Town Point Park with a visit from *The Electric Company*, PBS's newest incarnation of the education program that aired on WHRO TV in the 1970s – including a performance by *Electric Company* star Shock, who transfixed his young audience (and their parents) by transforming sounds into words.

Transforming sounds into words to delight children sounds like magic, but WHRO provides a service to older members of the community in a variety of ways as well, one of which involves translating newspapers into spoken words for those who cannot read, by reason of visual or physical challenges. *The WHRO Voice*, now in its 29th year, increased the number of volunteer readers in order to accommodate an increase in the number of listeners who tune in for daily readings of *The Virginian-Pilot* and *The Daily Press*. New this year is a regular reading schedule for *The Flagship*, a publication for and about Hampton Roads' significant military community.

All of the products, programs, initiatives and services we provide each year are designed to fulfill the needs of the people of southeastern Virginia, whether they be in the area of entertainment, education or engagement – or all three.

The end of our annual report provides the opportunity to review our efforts in terms of dollars and cents. This year, with a struggling national economy and a lot of concerns over the general economic health of Hampton Roads, we were able to finish the fiscal year with a very small operating loss. In spite of this, our overall financial health remains good, as indicated by the unqualified opinion in our annual audit.

It's important to note that our main support comes from you, our members and our community. It's never enough to say "thanks" for all that the Hampton Roads community does to support WHRO in all its forms. With support from government sources continuing to decline, your financial (and other means, such as volunteer) support allows us the ability to provide a local source of national and local programming, news, educational content and entertainment and continue to move forward with new methods of delivery. Our efforts to be more entrepreneurial are manifested by a continuing increase, year over year, in revenue from our Enterprise activities.

As the charts reveal, WHRO's largest expenditure is programming acquisition, production and support. We strive to maintain the lowest possible Management and General Administration costs, and are proud to report that our fundraising costs remain low, which allows us to devote more resources towards programming and services to the community.

Again, thanks for your support and dedication in making WHRO a leader among public media outlets in the country.



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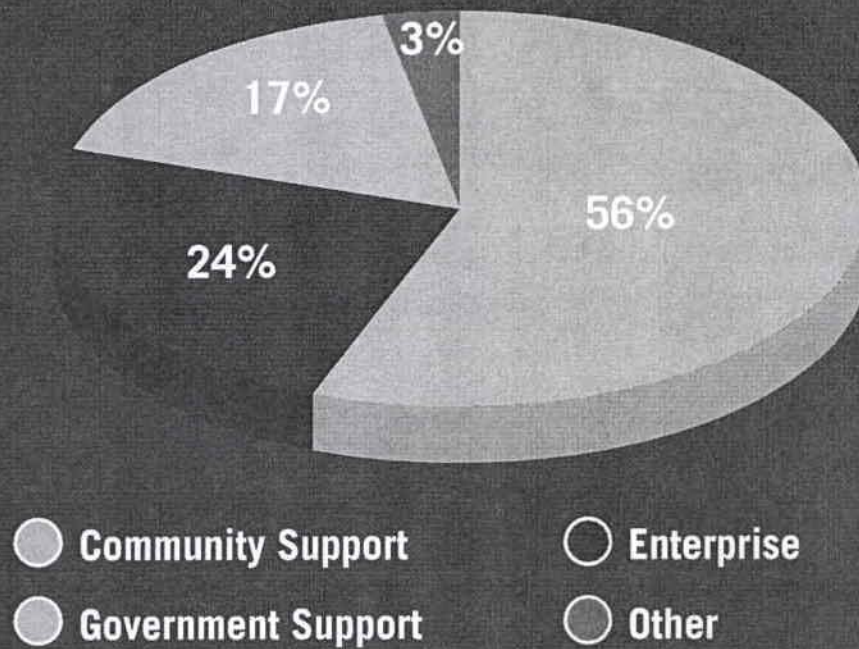
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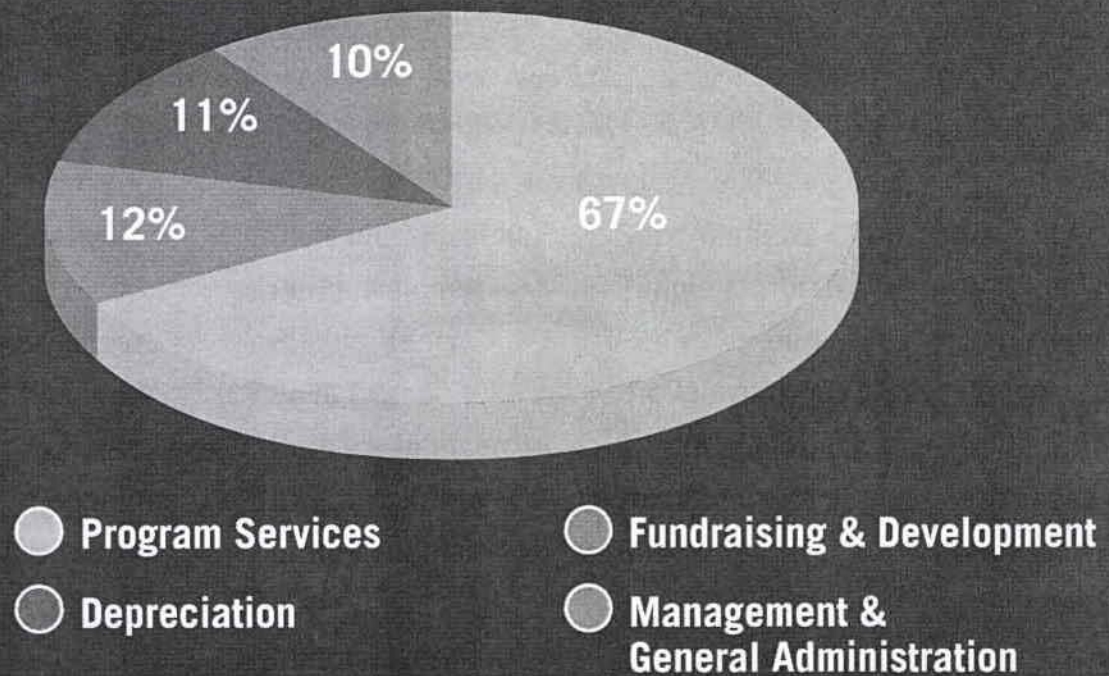
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EXPENSES \$14,459,485



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Leadership Circle members recognize that WHRO needs and deserves significant community support in order to provide ongoing, high quality broadcast and educational programming to Hampton Roads. WHRO gratefully acknowledges the generous commitment of our Leadership Circle members. Thank you for leading the way!

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Col. George A. Kaye, USAF (Ret.)
Mr. and Mrs. Richard J. Keever

Mr. and Mrs. Lucius J. Kellam III
Ms. Sung Kim
Ms. Carol D. King
Dr. Patricia King
Lt. Col. and Mrs. Stephen King, USAF (Ret.)
Mr. James Kirkland III
Mr. and Mrs. Steve Knudson
Mrs. Thelma J. Koen
Mr. and Mrs. Greg Kohlenhoefer
Mr. and Mrs. John Kolbeck
Mr. Paul A. Kotarides
Mr. and Mrs. Kenneth Krall
Jeffrey Kramer
Dr. David L. Kreger
Dr. and Mrs. Robert B. Laibstain
Dr. and Mrs. St. George T. Lee
Mary S. Lee
Mr. and Mrs. Thomas Leggett
Mr. and Mrs. J. Lehman
Mr. Ron Lennon
Mr. J. Huntington Lewis
Mrs. Mary Ann Link
Mr. Kent Lion
Mr. Michael Long
Mr. and Mrs. Steve Lunsford
Mr. Jack W. Mace
Mr. and Mrs. Anthony J. Magaldi
Ms. Stephanie M. Markoff
Dr. Juan Marti
Mr. and Mrs. Richard J. Martin
Mr. and Mrs. Michael McBeth
Mr. and Mrs. Jim McCord, Jr.
Mrs. John B. McGaughy
Dr. Michael McGiffert
Mr. Thomas W. McGraw
Mrs. Arnold McKinnon
Mr. Howard T. McLoughlin
Mrs. Dorris Withers McNeal
Ms. Carolyn McPherson
Hal McVey
Jerry and Deborah Meltsner
Dr. Elizabeth Meredith and Mr. Kenneth Morris
Dr. and Mrs. James Merrill
Mr. and Mrs. David Messersmith
Mrs. Julianne Miles
Mr. Jess P. Miller
Mr. and Mrs. Dawson Mills
Mr. and Mrs. Michael Minter
Steven M. Mitchell
Capt. Steven Mondul, USN (Ret.)
Mr. and Mrs. William Monroe
Mrs. Carol P. Mooza
Mr. and Mrs. Tim Morgan

Robert and Kathleen Morris
 Mr. and Mrs. Kenneth E. Morton
 Gordon Moskowitz
 Mr. and Mrs. Paul Moss
 Mr. William R. Moss, Sr.
 Mr. Wes G. Neal
 Mr. and Mrs. James E. Neff
 Charles and Kathie Newbaker
 Mr. Jeff Niedenthal
 Ms. Susan Noland
 Karen Northon
 John Wittermore
 Ms. Mary C. Oberc
 Mr. and Mrs. Terry O'Connor
 Mr. William O'Flynn
 Dr. Shirley C. Olsson
 Mrs. Barbara B. O'Neill
 Mr. and Mrs. Robert A. Orwoll
 Laurie Otto
 Mr. Cecil Wray Page, Jr.
 Mrs. Harriet M. Page
 Ms. Pamela Papara
 Mr. Lawrence Parham
 Mr. Richard G. Parise
 Mr. Hugh L. Patterson
 Mr. Charles Paul
 Ms. Billie Paxton Einselen
 Mr. Roger H. Perry
 Ms. Louise A. Pesnicak
 Dr. Cynthia Piccirilli and Ms. Catherine Wright
 Mr. Lamont Poole and Ms. Penny Oots
 Julia Poth
 Mrs. Robert A. Poulin
 Mr. William T. Prince
 Chris and Brenda Jones
 Mrs. Linda A. Prokuski
 Mr. and Mrs. David Probert
 Admiral and Mrs. Joseph Prueher
 Mr. John Quarstein
 Ann Quinn
 Mr. and Mrs. William E. Rachels, Jr.
 Mr. Edwin J. Rafal
 Dr. Patricia B. Ravenell
 Mrs. Henry S. Read
 Ms. Erin Reavis
 Ms. Ann D. Reed
 Ms. Catherine A. Reese
 James Reeve
 Ms. Pamela A. Reiss
 Mrs. Dina Richards
 Mr. and Mrs. John W. Richardson
 Mrs. Cherry V. Robinson
 Ms. Louise A. Ross

Col. and Mrs. Joseph A. Roszkowski
 Mrs. Susan K. Rowley
 Mrs. Claretta Russell
 Mr. Christopher H. Russi
 Mrs. Pat W. Rutherford
 Mrs. Marianne Salb
 Ms. Sharron A. Saunders
 Karen J. Scherberger
 Mr. and Mrs. Heinz Schiller
 Mr. Skip Schueke
 Dr. Petra Gurtner and Mr. Gerald Schwartz
 Mr. Lon Scofield
 Mr. Michael Scott
 Mr. and Mrs. David Seltyn
 Mr. and Mrs. John Shannon
 Ms. Sharon Sheffield
 W. R. Shepherd, Jr.
 Mr. and Mrs. Larry Shoberg
 Ms. Maureen J. Sigmund
 Mr. and Mrs. Richard Silcox
 Mr. Andrew Singer
 Dr. Kenneth G. Skena
 Mr. and Mrs. Daniel Skrobialowski
 Rev. and Mrs. Jasper Slater
 Mr. David Smith and Ms. Betsy Wadington
 Ms. Diann P. Smith
 Ms. Gloria N. Smith
 Mr. Kevin L. Smith
 Ms. Sandra R. Smith
 Mr. James Sparks
 Mr. and Mrs. Hobart Speegle, Jr.
 Mrs. Candee L. Speirs
 Mr. and Mrs. Roger Stenlund
 Mr. and Mrs. J. Warren Stephens
 Mr. Richard Sterling
 Mrs. Carolyn K. Stewart
 Mr. Fred Whyte
 Mr. and Mrs. Paul K. Stockmeyer
 Ms. Brenda M. Sullivan
 Mr. and Mrs. H. H. Summers, Jr.
 Mrs. Ann R. Symroski
 Ms. C. B. Talbot
 Col. David H. Thomas
 Mr. and Mrs. Kevin Thomson
 Dr. and Mrs. Patrick Thrasher
 Mrs. Cheryl Tonkin-Maxwell
 Mr. Russell Torrisi and Ms. Donna Gagnon
 Mrs. Sonja Traynor
 Mr. and Mrs. Curt R. Tribble
 Dr. and Mrs. David Trump
 Mr. Henry C. Turner, Jr.
 Tim Ulsaker
 Liliana Van Vort

Ms. Phyllis Vinson
 Kim Wadsworth for Wadsworth Style
 Dr. and Mrs. Alan Wagner
 Alison Wakelin
 Ms. Cam Walker
 Mr. Thomas Wallace
 Capt. William E. Wallace
 Ms. Phyllis Wallen
 Dr. and Mrs. William Ward
 Mr. Leo C. Wardrup, Jr.
 Mark Warlick
 Dr. and Mrs. D. Henry Watts
 Norman W. Watts
 Drs. George R. and Jane C. Webb
 Mr. and Mrs. William Webb
 Mr. and Mrs. Herbert J. Weiner
 Mr. and Mrs. Nick Werner
 Dr. and Mrs. David D. West
 Mr. and Mrs. Clayton Westland
 Mr. and Mrs. Joseph Wetherbee, Sr.
 Tim Wheeler
 Allan White
 Mr. Howard D. White
 Mr. and Mrs. James White
 Mr. Jesse W. White
 Mrs. Joan G. White
 Mr. Thomas E. White
 Dr. G. William Whitehurst
 Dr. W. F. White-Parson
 Dr. Charlotte E. Whitfield
 James F. Whitley
 Dr. John L. Whitley
 Ms. Sherby C. Wilks
 Ms. Holly Camp and Mr. Bob Morecock
 Ms. Nancy L. Williams
 Mr. and Mrs. Paul Williams
 Mr. and Mrs. Berry D. Willis, Jr.
 Ms. Barbara A. Winstead
 Mr. and Mrs. Larry Witherspoon
 Mrs. Iris S. Wobie
 Mr. Robert C. Woods
 Dr. and Mrs. Robert E. Yoder
 Mike and Hazel Zamperini

An * indicates member is deceased.

List reflects total annual giving for the period 1 Jul 09 – 30 Jun 10. WHRO makes every effort to ensure accuracy. If you find an error in your listing or you would like to change your recognition preference, please contact the development department at (757) 889-9477.



5200 Hampton Boulevard | Norfolk, Virginia 23508-1507
P: 757.889.9400 | F: 757.489.0007

www.whro.org

Exhibit 3

Bylaws and Articles of Incorporation
of Hampton Roads Educational Telecommunications Association, Inc.
(filed with Commission on May 25, 2010)

ORIGINAL



Barry S. Persh

D 202.776.2458 E bpersh@dowlohnesh.com

May 25, 2010

FILED/ACCEPTED

MAY 25 2010

Federal Communications Commission
Office of the Secretary

Marlene H. Dortch, Esq.
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Attention: Media Bureau
Ownership Branch

Re: Ownership Documents

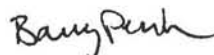
Hampton Roads Educational Telecommunications Association, Inc.
Stations WHRO-TV (Fac. ID 25932), WHRO-FM (25940), WHRV(FM)
(25933), WHRX(FM) (173971), and New FM Station Fac. ID 181073

Dear Ms. Dortch:

On behalf of Hampton Roads Educational Telecommunications Association, Inc. ("HRETA"), licensee/permittee of noncommercial educational radio stations WHRO-FM, WHRV(FM), and WHRX(FM), licensee of noncommercial educational television station WHRO-TV, and permittee of a new FM station at Belle Haven, Virginia, and pursuant to Section 73.3613 of the Commission's rules, we transmit herewith, in triplicate, complete copies of the following documents relating to the licensee's ownership and control: Amended and Restated Articles of Incorporation and Bylaws. We ask that these documents and this transmittal letter be associated with the Commission's ownership files for the above listed stations. HRETA is also the applicant for new noncommercial educational FM stations in FCC File Nos. BNPED-20071022BGC, BNPED-20071018AWC, and BNPED-20071018AVY.

Should any questions arise concerning this matter, kindly contact undersigned counsel for HRETA.

Very truly yours,


Barry S. Persh

Enclosures

**BYLAWS
OF
HAMPTON ROADS EDUCATIONAL
TELECOMMUNICATIONS ASSOCIATION, INC.**

**ARTICLE I
NAME**

1.1 Name and Purpose. The name of this corporation (the "Corporation") shall be Hampton Roads Educational Telecommunications Association, Inc. The Corporation is organized exclusively for educational purposes, including cultural and informational purposes. The Corporation shall have the power to conduct all lawful affairs not required to be specifically stated in the Articles of Incorporation for which nonstock corporations may be incorporated under Chapter Ten of Title 13.1 of the Code of Virginia, 1950, as amended; provided, however, that it shall at all times be operated exclusively for charitable, religious, educational, literary and scientific purposes, and subject to the limitations of Section 9.5 below.

**ARTICLE II
PLACE OF BUSINESS**

2.1 Offices. The Corporation shall have its principal office in the City of Norfolk, Virginia and may have such other offices either within or outside the Commonwealth of Virginia as the Board of Directors may from time to time determine.

**ARTICLE III
FISCAL YEAR**

3.1 July 1 - June 30 Fiscal Year. The fiscal year of this Corporation shall be the period beginning on July 1 of each year and ending on June 30 of the following year.

**ARTICLE IV
MEMBERS ("HRETA MEMBERS")**

4.1 HRETA Membership. The members of this Corporation (the "HRETA Members") shall be as defined in the Articles of Incorporation.

4.2 Designation of HRETA Member Representatives. The Secretary of the Corporation shall compile a list of the persons designated by the HRETA Members to represent them and vote at the annual meeting and other meetings of the HRETA Members of the Corporation. Such persons shall either be a member of the school board from the HRETA Member jurisdiction or the superintendent of the HRETA Member's school division. In the event a HRETA Member does not designate a person to represent the HRETA Member prior to August 31 for the succeeding year of service, the representative shall be deemed to be the superintendent of the HRETA Member's school division. A superintendent of a HRETA Member's school division who is not serving as the HRETA Member's representative nevertheless may attend, and is encouraged to attend, all annual, regular and special meetings of the HRETA Members.

4.3 Annual and Regular Meetings. The annual meeting of the HRETA Members shall be held in June of each year, on such date and at such time and place as may be determined by the President of the Corporation for the election of directors and the transaction of such other business as may be properly brought before such meeting. Other regular meetings of the HRETA Members may be held during the year on such dates and at such times and places as may be determined by the President for the transaction of such business as may be properly brought before such meetings. The then current convenor of the Educational Advisory Committee, as elected in accordance with Section 4.14(b), shall chair the annual, regular and special meetings of the HRETA Members.

4.4 Special Meetings. Special meetings of the HRETA Members of the Corporation may be called by the President of the Corporation, or by a written request signed by at least twenty percent (20%) of the HRETA Members of the Corporation, filed with the President or the Secretary of the Corporation, which written request shall state the purpose for which such special meeting is called.

4.5 Notice of Meetings. Written notice of meetings shall be provided to the HRETA Members not less than ten (10) nor more than sixty (60) days prior to the date of the meeting, which notice shall state the date, time and place of a meeting, and the purpose or purposes thereof, in the case of a special meeting. When a meeting of HRETA Members is called to consider a proposed amendment to the Articles of Incorporation or a proposed merger, consolidation, dissolution or disposition of all or substantially all of the assets of the Corporation, written notice of such action shall be provided to the HRETA Members not less than twenty-five (25) nor more than sixty (60) days prior to the date of the meeting, which notice shall state the date, time, and place of the meeting, shall describe the proposed action, and shall, in the case of a proposed amendment to the Articles of Incorporation, include a copy of the proposed amendment. Notice may be waived in writing by the HRETA Members, either before or after a meeting. Any such waivers shall be filed with the corporate records. Attendance of a HRETA Member at any meeting shall constitute a waiver of notice of that meeting except when the HRETA Member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.6 Reserved Rights of the HRETA Members. The HRETA Members shall have the right to approve the following actions by the Corporation:

- (a) To admit a new HRETA Member.
- (b) To dissolve or liquidate the Corporation.
- (c) To merge or consolidate the Corporation with another entity.
- (d) To amend the Articles of Incorporation.
- (e) To sell, lease, exchange, mortgage, pledge or otherwise dispose of all or substantially all of the Corporation's assets.
- (f) To elect and remove directors.

- (g) To change the mission of the Corporation.
- (h) To create one or more subsidiaries.
- (i) To amend the Bylaws.

4.7 Voting By HRETA Members. Each HRETA Member of the Corporation shall have one (1) vote for each seven thousand (7,000) pupils as shown on the HRETA Member's average daily attendance for the previous year. Fractional votes shall not be cast, and HRETA Members with less than seven thousand (7,000) pupils as shown on the HRETA Member's average daily attendance for the previous year shall have one (1) vote. HRETA Members shall be entitled to vote by proxy on matters presented to the HRETA Members for its consideration.

4.8 Quorum. The presence, in person or by proxy, of HRETA Members having a majority of the votes shall constitute a quorum for the transaction of business at any meeting of the HRETA Members.

4.9 Action by HRETA Members. Except as otherwise required by the Articles of Incorporation or these Bylaws or by an applicable provision of law, the action of HRETA Members having a majority of the votes present in person or by proxy at a meeting of the HRETA Members for which notice has been duly given and at which a quorum of the HRETA Members is present shall constitute the action of the HRETA Members of this Corporation.

4.10 Written Consent. Any action required or permitted at any meeting of the HRETA Members may be taken without a meeting, without prior notice, and without a vote if all of the HRETA Members entitled to vote thereon consent in writing. Said written consent shall be signed by each HRETA Member either before or after the action taken and filed with the minutes of the proceedings. Such written consent shall have the same effect as a vote for all purposes. Any action taken pursuant to this Section 4.10 shall be effective when the last HRETA Member signs the consent unless the consent specifies a different effective date, in which event the action taken shall be effective as of the date specified therein provided the consent states the date of execution by each HRETA Member.

4.11 Applications for HRETA Membership. Applications for membership in the Corporation shall be made in writing and shall be in such form as may be provided by the HRETA Members of the Corporation from time to time. Upon receipt of an application for membership, the HRETA Members of the Corporation shall approve the application if the HRETA Members are satisfied that the applicant is eligible as determined by such standards as the HRETA Members may establish.

4.12 Finances. Each HRETA Member shall be prepared to cooperate with the Board of Directors and with other HRETA Members of the Corporation in planning for or soliciting contributions and otherwise raising funds, publicly or privately, to defray the capital costs and operating expenses of the Corporation. In addition, the HRETA Members may by resolution establish a voluntary assessment in amounts which will defray expenses attributable to the functioning of the Corporation.

4.13 Resignation. Any HRETA Member of the Corporation may resign at any time by giving written notice to the Secretary of the Corporation. Such resignation shall be effective at the date specified therein, and unless otherwise specified therein, the acceptance of the resignation by the Corporation shall not be necessary to make it effective. Upon the effective date of resignation, a resigning HRETA Member shall relinquish any and all claims against the Corporation including any and all rights in the distribution of the assets of the Corporation, in the event of the subsequent dissolution thereof.

4.14 Committees of the HRETA Members. The HRETA Members shall establish such standing and ad hoc committees of the HRETA Members as they shall determine. Such committees shall assist the President of the Corporation or his designee in carrying out the educational goals and mission of the Corporation. The standing committees shall include:

- (a) The Superintendents Council. The Superintendents Council shall consist of the Superintendents of the Member school divisions. The Superintendents Council shall serve as an advisory resource for the staff of the Corporation's public television and public radio stations with regard to all matters relating to policy and planning. The Superintendents Council shall elect a chairman, and set its own meetings and agendas, and may, but shall not be obligated to report to the HRETA Members on the Council's activities. The Superintendents Council shall be an advisory body only, and is not a governing body of the Corporation or a committee or subcommittee of the Board of Directors.
- (b) The Educational Advisory Committee. Each HRETA Member, in its discretion, may designate at the annual meeting of the HRETA Members a member of its School Board to serve on the Educational Advisory Committee. The Educational Advisory Committee shall serve as an advisory resource for the staff of the Corporation's public television and public radio stations with regard to all matters relating to educational issues and priorities. The Educational Advisory Committee shall elect a convenor and set its own meetings and agendas, and may, but shall not be obligated to report to the HRETA Members on the committee's activities. The convenor of the Educational Advisory Committee as of the date of a meeting of the HRETA Members shall chair such meeting of the HRETA Members. The Educational Advisory Committee shall be an advisory body only, and is not a governing body of the Corporation or a committee or subcommittee of the Board of Directors.
- (c) The Technology Advisory Committee. Each HRETA Member may participate on the Technology Advisory Committee by designating its school division Chief Information Officer or other representative. The Technology Advisory Committee shall serve as an advisory resource for the staff of the Corporation's public television and public radio stations with regard to emerging technologies and their educational implications. The Technology Advisory Committee shall elect a chairman and set its own meetings and agendas, and may but shall not be obligated to report to

the HRETA Members on the committee's activities. The Technology Advisory Committee shall be an advisory body only, and is not a governing body of the Corporation or a committee or subcommittee of the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

5.1 **Management.** The business and the affairs of the Corporation shall be directed, controlled, and managed by the Board of Directors, who shall be the governing body of the Corporation.

5.2 **Duties of Board of Directors.** The Board of Directors shall manage all of the affairs, property and funds of the Corporation and shall have the duty and authority to do and perform all acts consistent with these Bylaws, the Articles of Incorporation of the Corporation and the laws of the Commonwealth of Virginia. The Board of Directors shall have such other duties as may be prescribed by law.

5.3 **Numbers, and Length of Service.** The number of directors shall be the number of persons the HRETA Members have elected to be directors from time to time, which shall be no fewer than ten (10) directors nor more than thirty-five (35) directors, excluding the ex-officio directors of the Corporation. The President of the Corporation and the convenor of the Educational Advisory Committee elected pursuant to Section 4.14(b) shall serve as ex-officio directors with vote. Elected directors shall be eligible for re-election except that a director who has served two full consecutive three year terms beginning as of or after October 1, 2003 shall not be eligible for re-election until at least one year after the expiration of his or her most recent term of office; provided, however, that any director who serves as an officer during the final year of his or her second full consecutive term, or who is elected to serve as an officer for the year immediately following the end of his or her second full consecutive term, shall be eligible for re-election to the Board of Directors for one additional term before being subject to the one-year period of ineligibility; and provided further that in no case shall a director serve more than three consecutive full three year terms.

5.4 **Terms of Office.** Elected directors shall serve for three-year terms beginning on the July 1 next following the annual meeting of the HRETA Members at which the director is elected and ending on the July 1 next following the third annual meeting of the HRETA members after the director's election, except that the terms of directors elected pursuant to Section 5.5 are as specified in that Article. If an elected director is elected at a time other than an annual meeting of the HRETA Members, the director's term shall begin on such date as may be specified by the HRETA Members at the time of the director's election or, if no such date is specified by the HRETA Members at that time, the director's term shall begin immediately upon his or her election. An elected director shall continue in office, unless he or she shall sooner resign or be removed, until the end of his or her term and until his or her successor is elected and qualifies. The ex-officio directors shall retain their offices as directors only during their tenure as President or convenor of the HRETA Members' Educational Advisory Committee, as the case may be.

5.5 Vacancies on the Board of Directors. All vacancies on the Board of Directors not attributable to an increase in the number of directors may be filled by vote of the remaining directors of the Corporation. A director elected to fill a vacancy or to occupy a position resulting from an increase in the number of directors shall initially have a term ending at the next meeting of the HRETA Members at which directors are elected and shall serve, unless he or she sooner resigns or is removed, until the end of his or her term and until his or her successor is elected by the HRETA Members and qualifies.

5.6 Resignation of Directors. Any director may resign from office, with or without cause, by delivering a written statement of resignation to the Secretary of the Corporation. Any such resignation shall take effect immediately upon its receipt by the Secretary of the Corporation, unless a later effective time or date for the resignation is specified in the notice of resignation. A director who fails to attend two (2) regular meetings of the Board of Directors in the annual corporate year, unless excused either before or after the meeting(s) not attended by the Chair of the Board of Directors or by the Secretary, shall be deemed to have resigned.

5.7 Annual Meetings of the Board of Directors. The annual meeting of the Board of Directors of the Corporation shall be held in June of each year within a reasonable time after the annual meeting of the HRETA Members, on such date and at such time and place as the Chair of the Board of Directors or, in the absence of a Chair, the President, shall determine for the purpose of election of officers and the transaction of such other business as may properly be brought before the meeting. If less than a quorum of directors appears for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters that might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

5.8 Regular and Special Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held at a specified time and place designated by the Board of Directors. The Board of Directors shall meet as often as necessary to transact the business of the Corporation. Notice of regular meetings shall be provided as prescribed by the Board of Directors by resolution. Special meetings of the Board of Directors may be called by the Chair, the President, or may be called at the request of not less than three (3) directors. Notice of special meetings shall be mailed, sent by facsimile, e-mail or delivered to each director not less than seventy-two (72) hours before the date of such meeting, unless in case of emergency, the Chair, the President, or directors calling the meeting shall specify shorter notice periods to be provided personally, or by telephone, facsimile or telegram. Notice of special meetings shall state the purpose or purposes for the special meeting and at such meeting no other business than that stated in the notice shall be transacted as official business.

5.9 Waiver of Notice. Any meeting of the Board of Directors may be deemed to have been validly and legally called if all of the directors entitled to vote on the day of the meeting sign a written waiver of notice, either before or after the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of that meeting and no written waiver need be obtained from that director except when the director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All such waivers, consents or approvals shall be filed with the corporate records.

5.10 Actions by Unanimous Written Consents. Any action required or permitted at any meeting of the directors may be taken without a meeting, without prior notice and without a vote if all of the directors entitled to vote thereon consent in writing. Said written consents shall be signed by each director either before or after the action taken and filed with the minutes of the proceedings. Such written consents shall have the same effect as a vote for all purposes. Any action taken pursuant to this Section 5.10 shall be effective when the last director signs the consent unless the consent specifies a different effective date, in which event the action taken shall be effective as of the date specified therein provided the consent states the date of execution by each director.

5.11 Voting and Quorum of Directors for Transacting Business. A majority of directors shall constitute a quorum for the transaction of business. Whenever less than a quorum is present at any duly noticed meeting of the Board of Directors, a majority of those present may adjourn the meeting without notice, other than by announcement at the meeting, until a quorum is present. Each director shall have one vote on each matter submitted to the Board of Directors for their vote, consent, waiver, release or other action. The vote of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors except as a larger vote may be required by the laws of the Commonwealth of Virginia, these Bylaws or the Articles of Incorporation of the Corporation.

5.12 Conference Telephone. A director may participate in a meeting by the means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

5.13 Compensation. A director shall not be entitled to any compensation for his or her services as a director, unless such compensation is authorized in a resolution approved by a majority of the other directors of the Corporation then in office. The foregoing shall not prevent the Board of Directors from providing reasonable compensation to a director for services which are beyond the scope of his or her duties as a director or from reimbursing any director for expenses actually and necessarily incurred in the performance of his or her duties as a director or from entering into a contract, directly or indirectly, with a director for the providing of goods or services to the Corporation if such contract is in accordance with Virginia Code § 13.1-871.

5.14 Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors when any action is taken is deemed to have assented to the action taken unless he votes against or abstains from the action taken, or he has objected at the beginning of the meeting, or promptly upon his arrival, to the holding of the meeting or transacting specified business at the meeting. Any such dissenting votes, abstentions or objections shall be entered in the minutes of the meeting.

ARTICLE VI

OFFICERS

6.1 Officers. The officers of the Corporation shall be a Chair of the Board of Directors, one or more Vice Chairs, a President, a Secretary, a Treasurer and such other officers

deemed necessary for the operation of the Corporation. The offices of Secretary and Treasurer may be combined and held by one person.

6.2 Election and Term of Office. The Chair of the Board of Directors, the Vice Chairs, the President, the Secretary, the Treasurer and such other officers deemed necessary for the operation of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board of Directors, and unless earlier removed from office by vote of a majority of the Board of Directors, shall serve for a term of one (1) year. At the expiration of their terms of office, all officers shall be eligible for re-election by the Board of Directors. Each officer so elected shall hold office until his successor shall have been duly elected and shall have qualified or until his death, resignation, removal or disability.

6.3 Chair of the Board of Directors. The Chair of the Board of Directors must be a director of the Corporation. The Chair of the Board of Directors shall preside at all meetings of the Board of Directors and the Executive Committee. The Chair of the Board of Directors shall not be required or expected to devote full-time service to the activities of the Corporation, nor to perform the duties assigned to the President, provided, however, the Chair shall have all the powers of the President in the event of the President's absence, inability or refusal to act.

6.4 Vice Chairs of the Board of Directors. The Vice Chair (or Vice Chairs) of the Board of Directors must be a director of the Corporation. In the absence of the Chair of the Board of Directors or in the event of the inability or refusal of the Chair to act, one of the Vice Chairs of the Board of Directors shall have all the powers and perform all the duties of the Chair of the Board of Directors.

6.5 President. The President shall be the principal executive officer of the Corporation and, as such, shall supervise all of the operations of the Corporation. Among other duties as may be prescribed by the Board of Directors from time to time, the President shall:

- (a) sign all contracts or other instruments on behalf of the Corporation;
- (b) supervise the performance of all employees of the Corporation;
- (c) prepare budgets for approval by the Board of Directors;
- (d) attend all meetings of the Board of Directors and Executive Committee unless otherwise directed by the Board of Directors or the Executive Committee;
- (e) make reports from time to time of the work and affairs of the Corporation to the Chair of the Board of Directors, the Board of Directors, the Executive Committee and to the HRETA Members of the Corporation at their annual and special meetings; and
- (f) perform such other duties as may be prescribed by the Board of Directors from time to time.

In the absence of Vice Chairs of the Board of Directors or in the event of all Vice Chairs' inability or refusal to act, the President shall have all the powers and perform all the duties of the Vice Chair of the Board of Directors.

6.6 Secretary. The Secretary shall be a director of the Corporation. The Secretary shall keep or cause to be kept the minutes of the Board of Directors in one or more books provided for that purpose, shall be custodian of the Corporate records and the Seal of the Corporation, shall give or cause to be given all notices in accordance with the provisions of these Bylaws or as required by law, and in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Chair of the Board of Directors. The Secretary shall also maintain a roster of HRETA Members as required by these Bylaws.

6.7 Treasurer. The Treasurer shall be a director of the Corporation. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation which the Corporation may hold in a fiduciary capacity, shall deposit or cause to be deposited all such funds in the name of the Corporation at such banks, trust companies, or other depositories that shall be selected in accordance with the provisions of these Bylaws, shall disburse corporate funds only as approved by the Board of Directors either through adoption of an annual budget or by special resolution, and in general shall perform all duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the Chair of the Board of Directors. The Treasurer shall keep or cause to be kept full account of all deeds, securities, notes and financial papers of the Corporation and shall make or cause to be made such reports thereof to the Chair of the Board of Directors, the President and the Board of Directors as they may require. The Treasurer shall cause the books of account of the Corporation to be audited annually by an independent accountant selected by the Board of Directors.

6.8 Assistant Secretaries and Treasurers. The Board of Directors may appoint one or more persons who need not be directors to serve as Assistant Secretaries and/or Assistant Treasurers and to assist the Secretary and/or Treasurer in the performance of their duties. An Assistant Secretary or Assistant Treasurer shall carry out those responsibilities which are delegated by the Board of Directors, or by the Secretary or Treasurer, respectively, and shall report to the Secretary or Treasurer and shall act in the place of the Secretary or Treasurer, respectively, in such officer's absence, disability, or in the event of a vacancy in the office.

6.9 Other Officers. Other officers of the Corporation appointed in accordance with these Bylaws shall have such authority and duties as may be prescribed by the Board of Directors or by the officer appointing them or as may generally pertain to their respective offices.

6.10 Fidelity Bond. The Board of Directors may from time to time require any one or more officers of the Corporation to give bond for the faithful performance of the duties of such office in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE VII

CONFLICT OF INTEREST

7.1 **Duties.** Directors, officers and employees should exercise the utmost good faith in all transactions touching upon their duties to the Corporation and its property. In their dealings with and on behalf of the Corporation they are held to a strict code of honest and fair dealing between themselves and the Corporation. They shall not use their positions, or knowledge gained therefrom, so that a conflict might arise between the Corporation's interest and that of the individual.

7.2 **Favors.** No director, officer or employee shall accept any favor which might influence his actions affecting the Corporation or its HRETA Members.

7.3 **Avoidance of Conflict.** After becoming subject to this policy on conflicts of interest, directors, officers and selected employees shall avoid any new employment, activity, investment or other interest which might involve obligations which may compete with or be in conflict with the interest of the Corporation or its HRETA Members and shall promptly disclose the same as they may exist upon becoming subject to this policy.

7.4 **Questionnaire.** Annually the President shall send to all directors, officers and selected employees a questionnaire on this matter which shall be completed and returned to the President.

7.5 **Report.** The President shall submit a confidential report to the Board of Directors concerning any disclosed interests of directors and officers, and he shall report to the Executive Committee concerning any interest of selected employees so disclosed, together with his actions concerning the same.

7.6 **Assumption.** New directors, officers and employees shall participate in a similar procedure immediately upon assumption of their responsibilities.

ARTICLE VIII

COMMITTEES

8.1 **Executive Committee.** The Executive Committee shall consist of no fewer than five (5) and no more than nine (9) directors, as shall be determined from time to time by the Board of Directors, and shall include the officers of the Corporation and may include the chairs of some or all standing committees. A majority of the directors serving on the Executive Committee shall constitute a quorum. Each director serving on the Executive Committee shall be entitled to one vote and a majority of those present shall determine the action of the Executive Committee. The Executive Committee shall oversee strategic planning and personnel policies, and shall annually set goals for and evaluate the performance of the President. The Executive Committee, when the Board of Directors is not in session, shall possess and exercise all the powers vested in the Board of Directors except the power to elect officers, fill vacancies on the Board of Directors or any of its committees, adopt an annual budget or take any actions concerning merger, consolidation, liquidation, dissolution, or an amendment to these Bylaws or the Articles of Incorporation. The Executive Committee shall promptly report its action to the Board of Directors.

8.2 Finance Committee. The Finance Committee shall consist of not less than three (3) directors of the Corporation (other than the Chair of the Board of Directors and the President) chosen by the Board of Directors. The Finance Committee shall oversee the financial management of the Corporation, including the budget process, and shall make recommendations to the Executive Committee and Board of Directors as required. It shall also have responsibility for oversight of investments of the Corporation and the retirement plan maintained on behalf of its employees. If approved by the Board, the Finance Committee may delegate oversight of the investments to a subcommittee which may include members who are not directors of the Corporation.

8.3 Audit Committee. The Audit Committee shall consist of not less than three (3) directors of the Corporation (other than the Chair of the Board of Directors and the President) and such other individuals as may be elected by the Board of Directors. A majority of the members of the Audit Committee shall not be members of the Finance Committee. The Audit Committee shall (i) recommend selection of independent auditors to the Board of Directors on a regular basis and make a determination of the auditors' independence from management, (ii) shall oversee the Corporation's audit procedures and work directly with the selected independent auditors in reviewing the audit, (iii) shall consult with the auditors independent of management to review the non-audit activities of the auditors; and (iv) shall establish procedures for and monitor compliance with best financial practices.

8.4 Governance/Nominating Committee. The Governance/Nominating Committee shall consist of not less than five (5) directors chosen by the Board of Directors, including the Chair and the immediate past Chair of the Board, if a director. The Governance/Nominating Committee shall be responsible for (i) nominating directors and officers for election by the Board of Directors, (ii) establishing procedures for and administering compliance with the bylaws and applicable law, and (iii) providing methodology for board education and oversight of the conduct of corporate business by the Board, including recommendations for corporate policy and amendments to the bylaws as required to promote best governance practices.

8.5 Business Planning and Operations Committee. The Business Planning and Operations Committee shall consist of not less than five (5) members elected by the Board. At least a majority of the members of the Committee shall be directors. The Business Planning and Operations Committee shall: (i) review major new business opportunities with staff and provide guidance in acquiring any new business; (ii) review technical developments in the broadcasting/narrowcasting industry and the Corporation's needs with regard to new technology, working with staff to provide recommendations for acquisitions/transitions of technology; (iii) evaluate physical needs for the operations of the Corporation; and (iv) provide general oversight of the functional operations of the Corporation.

8.6 Government Relations Committee. The Government Relations Committee shall consist of not less than three (3) members appointed by the Chairman of the Board of Directors. This Committee shall provide advice on and assistance with representation of the Corporation at all levels of government, the local, state and federal.

8.7 Committee Procedures. A majority of the voting members of any committee of the Board of Directors shall constitute a quorum for the transaction of business by that

committee. Whenever less than a quorum is present at any duly noticed meeting of any committee of the Board of Directors, a majority of those present may adjourn the meeting of the committee without notice, other than by announcement at the meeting, until a quorum of the committee members is present. The vote of a majority of the voting committee members present at any meeting at which there is a quorum shall be the act of the committee except as a larger vote may be required by the laws of the Commonwealth of Virginia, these Bylaws or the Articles of Incorporation of the Corporation. A member of a committee designated by the Board of Directors may participate in a meeting by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a committee meeting in this manner constitutes presence in person at the meeting.

ARTICLE IX

CONTRACTS, CHECKS AND DEPOSITS

9.1 Contracts. The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

9.2 Checks. All checks, drafts or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers of the Corporation in such a manner as shall from time to time be determined by resolution of the Board of Directors.

9.3 Deposits. All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies or other depositories as the Board of Directors may select.

9.4 Loans. Loans may be contracted on behalf of the Corporation and evidences of obligation shall be issued in its name when expressly authorized by the Board of Directors.

9.5 No Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, but the Corporation shall be authorized to pay the expenses of the Board of Directors and to pay employees reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE X

INDEMNIFICATION AND LIMITATION OF LIABILITY

10.1 Limitation of Liability. To the fullest extent that the Code of Virginia, 1950, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers of the Corporation for breach of fiduciary duty, and provided that a director or officer shall not have engaged in (i) any breach of his or her duty of loyalty to the Corporation, (ii) acts or omissions not in good faith or which involve willful misconduct or a knowing violation of law, or (iii) any transactions from which the director or officer derived an

improper or personal benefit, then such a director or officer shall not be liable to the Corporation for monetary damages. Any amendment to or repeal of this Article X shall not adversely affect any right or protection of a director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

10.2 Indemnification. To the fullest extent permitted and in the manner prescribed by the Code of Virginia, 1950, and any other applicable law, the Corporation shall indemnify, against all liability incurred in a proceeding (and advance reasonable expenses to), any director or officer of the Corporation, who is, was, or is threatened to be made a party to any such threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, arbitral, or investigative), including an action by or in the right of the Corporation, by reason of the fact that he is or was such a director or officer or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. The Board of Directors is empowered, by majority vote of a quorum of disinterested directors, to contract in advance to indemnify any director or officer.

10.3 Other Persons. The Board of Directors is empowered, by majority vote of a quorum of disinterested directors, to cause the Corporation to indemnify, or contract in advance to indemnify, and advance reasonable expenses to, any person not specified in Section 10.2 above who was or is a party to any proceeding by reason of the fact that he is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, employee benefit plan, or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in Section 10.2 above.

10.4 Insurance. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from his status as such, whether or not the Corporation would have power to indemnify him against such liability under the provisions of this Article.

10.5 Continuous Coverage. Reference herein to directors, officers, employees, or agents, shall include former directors, officers, employees, and agents, and their respective heirs, executors, and administrators.

ARTICLE XI
AMENDMENTS TO BYLAWS

The Bylaws may be amended, altered or repealed, and new Bylaws may be adopted by the HRETA Members.

Amended and Restated as of the 10th day of April, 2010.



Roberta Fisher, **Corporate Assistant Secretary**
Hampton Roads Educational Telecommunications
Association, Inc.

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF HAMPTON ROADS EDUCATIONAL TELECOMMUNICATIONS ASSOCIATION, INC.

I. NAME

The name of the corporation is Hampton Roads Educational Telecommunications Association, Inc. (hereinafter the "Corporation").

II. PURPOSE

The Corporation is organized and shall be operated exclusively for educational purposes, including cultural and informational purposes; no part of its net earnings shall inure to the benefit of any Member, Director, Officer, or other individual; no substantial part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; it shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for political office; and it shall not engage in editorializing and shall not support or oppose any candidate for political office. The principal purpose of the Corporation (within the foregoing limitations) shall be to establish and furnish non-profit educational television and radio broadcasting and telecommunications services. In addition, the Corporation shall have the power to do anything to implement the foregoing purposes not prohibited by law or required to be stated in these Articles of Incorporation.

III. MEMBERSHIP

A. The Members of the Corporation shall be comprised of School Boards of the school divisions of the Commonwealth of Virginia located within the service area of the Corporation which have applied for and been accepted as Members. The manner of application for admission to membership shall be provided in the Bylaws of the Corporation.

B. The Members shall have the right to approve the following actions by the Corporation:

1. To admit a new member.
2. To dissolve or liquidate the Corporation.
3. To merge or consolidate the Corporation with another entity.
4. To amend the Articles of Incorporation.
5. To sell, lease, exchange, mortgage, pledge or otherwise dispose of all or substantially all of the Corporation's assets.

6. To elect and remove directors.
7. To change the mission of the Corporation.
8. To create one or more subsidiaries.
9. To amend the Bylaws.

C. Each Member of the Corporation shall have one (1) vote for each seven thousand (7,000) pupils as shown on the Member's average daily attendance for the previous year. Fractional votes shall not be cast, and Members with less than seven thousand (7,000) pupils as shown on the Member's average daily attendance for the previous year shall have one (1) vote.

D. To assist the Corporation in carrying out its educational mission, the Members shall have such meetings and form such committees as shall be set forth in the Bylaws.

IV. BOARD OF DIRECTORS

A. The affairs of the Corporation shall be managed by the Board of Directors, elected by the Members. The Board shall consist of no fewer than ten (10) nor more than thirty-five (35) directors as shall be determined from time to time by the Board. In addition to the foregoing elected directors, the President of the Corporation and the convenor of the Member committee, if any, established pursuant to the Corporation's Bylaws to serve as an educational advisory resource for the Corporation, shall serve as ex-officio directors with vote.

B. With the exception of the ex-officio directors, each director shall be elected for a term of three (3) years unless the Members specify a shorter period at the time of the director's election in order to stagger the terms of the directors, in which event the director's term shall be the period specified by the Members.

C. A director may be removed from office with or without cause, by the Members of the Corporation only at a meeting called expressly for the purpose of considering such removal.

V. DISSOLUTION

In the event of the dissolution of the Corporation, the assets shall be used first, to pay all debts, obligations and expenses of the Corporation and thereafter shall be distributed to the school boards which are Members of this Corporation at the time of such dissolution in proportion to the aggregate moneys contributed by each such Member School Board to this Corporation and its predecessor unincorporated association since its organization in 1961 for capital requirements; provided, pursuant to Treasury Regulations Section 1.501(c)(3)-1(b)(4), that assets so distributed shall be used only for public educational purposes.